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SERVICE DATE – JUNE 1, 2005

SURFACE TRANSPORTATION BOARD

DECISION

STB Docket No. MC-F-21012¹

CUSA CSS, LLC D/B/A CREW SHUTTLE SERVICES–ACQUISITION OF ASSETS AND
BUSINESS OPERATIONS–CREW SHUTTLE SERVICE, INC.

AGENCY: Surface Transportation Board.

ACTION: Notice Tentatively Approving Finance Transaction.

SUMMARY: CUSA CSS, LLC d/b/a Crew Shuttle Services (CUSA CSS or Applicant), a federally regulated motor carrier (MC-522544), has filed an application under 49 U.S.C. 14303 to purchase the assets and business operations of Crew Shuttle Service, Inc. (Crew or Seller). Persons wishing to oppose this application must follow the rules at 49 CFR 1182.5 and 1182.8. The Board has tentatively approved the transaction, and, if no opposing comments are timely filed, this notice will be the final Board action.

DATES: Comments must be filed by July 18, 2005. Applicant may file a reply by August 1, 2005. If no comments are filed by July 18, 2005, this notice is effective on that date.

ADDRESSES: Send an original and 10 copies of any comments referring to STB Docket No. MC-F-21012 to: Surface Transportation Board, 1925 K Street, N.W., Washington, DC 20423-0001. In addition, send one copy of comments to Applicant's representative: Stephen Flott, Flott & Co. PC, PO Box 17655, Arlington, VA 22216-7655.

FOR FURTHER INFORMATION CONTACT: Joseph H. Dettmar, (202) 565-1600. [Federal Information Relay Service (FIRS) for the hearing impaired: 1-800-877-8339.]

SUPPLEMENTARY INFORMATION: CUSA CSS is a new company wholly owned and created by CUSA, LLC (CUSA) to undertake this transaction. CUSA is a noncarrier which owns 19 federally regulated and non-federally regulated motor carriers. CUSA is, in turn, wholly owned by noncarrier KBUS Holdings, LLC (KBUS), which acquired the assets and business operations of the federally regulated motor carriers formerly owned by Coach USA, Inc., and then consolidated those assets/operations into the motor passenger carriers now

¹ A request for interim approval under 49 U.S.C. 14303(i) was included in this filing (STB Docket No. MC-F-21012 TA). Temporary approval was granted by decision served on May 16, 2005, which approval became effective on that date.

controlled by CUSA.² These carriers have more than 3,700 employees and operate approximately 1,100 motor coaches and over 700 other revenue vehicles in 35 states. Annual revenues for the companies controlled by CUSA exceeded \$220 million for 2004. According to Applicant, the experienced senior management team that CUSA now has in place has identified the acquisition of Crew as a strategic way to expand its contract passenger business in the Pacific Northwest.

Crew is a motor passenger contract carrier that has served businesses, principally in the railroad industry, for many years in the Pacific Northwest pursuant to federal operating authority granted in Docket No. MC-264436. Applicant has entered into an agreement with Seller and its shareholders to buy Seller's assets, including vehicles and business operations.

CUSA CSS has submitted information, as required by 49 CFR 1182.2(a)(7), to demonstrate that the proposed transaction is consistent with the public interest under 49 U.S.C. 14303(b). Applicant states that the proposed acquisition will not adversely impact fixed charges or adversely impact the interests of employees of companies whose assets and businesses are being acquired. It asserts that granting the application will allow CUSA CSS to take advantage of economies of scale and substantial benefits offered by CUSA's centralized management system, including interest cost savings and reduced operating costs. In addition, applicant has submitted all of the other statements and certifications required by 49 CFR 1182.2. Additional information, including a copy of the application may be obtained from Applicant's representative.

Under 49 U.S.C. 14303(b), the Board must approve and authorize a transaction found to be consistent with the public interest, taking into consideration at least: (1) the effect of the transaction on the adequacy of transportation to the public; (2) the total fixed charges that result; and (3) the interest of affected carrier employees.

On the basis of the application, the Board finds that the proposed acquisition of assets and business operations is consistent with the public interest and should be authorized. If any opposing comments are timely filed, this finding will be deemed vacated and, unless a final decision can be made on the record as developed, a procedural schedule will be adopted to reconsider the application. See 49 CFR 1182.6(c). If no opposing comments are filed by the expiration of the comment period, this notice will take effect automatically and will be the final Board action.

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This decision will not significantly affect either the quality of the human environment or the conservation of energy resources.

² See KBUS Holdings, LLC–Acquisition of Assets and Business Operations–All West Coachlines, Inc., et al., STB Docket No. MC-F-21000 (STB served July 23, 2003).

It is ordered:

1. The proposed finance transaction (acquisition of assets and business operations) is approved and authorized, subject to the filing of opposing comments.
2. If timely opposing comments are filed, the findings made in this notice will be deemed vacated.
3. This notice will be effective on July 18, 2005, unless timely opposing comments are filed.
4. A copy of this notice will be served on: (1) the U.S. Department of Transportation, Federal Motor Carrier Safety Administration, 400 7th Street, S.W., Room 8214, Washington, DC 20590; (2) the U.S. Department of Justice, Antitrust Division, 10th Street & Pennsylvania Avenue, N.W., Washington, DC 20530; and (3) the U.S. Department of Transportation, Office of the General Counsel, 400 7th Street, S.W., Washington, DC 20590.

Decided: May 20, 2005.

By the Board, Chairman Nober, Vice Chairman Buttrey, and Commissioner Mulvey.

Vernon A. Williams
Secretary